

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SOSIN CLIFFORD</u> (Last) (First) (Middle) C/O CAS INVESTMENT PARTNERS, LLC 8 WRIGHT STREET, SUITE 107 (Street) WESTPORT CT 06880 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cardlytics, Inc. [CDLX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/09/2024		P		225,000	A	\$8.7275	6,361,113	I	See Footnote ⁽¹⁾⁽²⁾⁽³⁾
Common Stock	05/10/2024		P		100,000	A	\$8.7854	6,461,113	I	See Footnote ⁽¹⁾⁽²⁾⁽³⁾
Common Stock	05/13/2024		P		3,746	A	\$8.986	6,464,859	I	See Footnote ⁽¹⁾⁽²⁾⁽³⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
4.25% Convertible Senior Notes due 2029	(2)(3)	05/09/2024		P		4,000,000 ⁽²⁾⁽³⁾		(2)(3)	(2)(3)	Common Stock	72,080 ⁽²⁾⁽³⁾	(2)(3)	24,000,000 ⁽²⁾⁽³⁾	I	See Footnote ⁽¹⁾⁽²⁾⁽³⁾

Explanation of Responses:

- 4,275,376 shares of the Issuer's Common Stock (the "Common Stock") are owned directly by Sosin Master, L.P. ("Sosin Master"). The Reporting Person, as the Managing Member of CAS Investment Partners, LLC ("CAS"), the investment manager to Sosin Master, may be deemed to beneficially own the securities directly owned by Sosin Master. The remaining 2,189,483 shares of Common Stock are owned directly by CSWR Partners, L.P. ("CSWR"). The Reporting Person, as the Managing Member of CAS, the investment manager to CSWR, may be deemed to beneficially own the securities directly owned by CSWR.
- Sosin Master directly holds \$16,498,366 principal amount of the Issuer's 4.25% Convertible Senior Notes due April 1, 2029 (the "Notes") and CSWR directly holds \$7,501,634 principal amount of the Notes. Subject to conditions described in the indenture governing the Notes, holders of the Notes have the right to convert all or any portion of such Notes into shares of Common Stock at an initial conversion rate of 55.4939 shares of Common Stock per \$1,000 principal amount of Notes, subject to adjustment as described in the indenture.
- As the Issuer has the option, at its sole discretion, to settle conversions of the Notes in cash, shares of Common Stock or a combination of cash and shares of Common Stock, none of the Reporting Person, Sosin Master or CSWR are deemed to be beneficial owners of any shares of Common Stock underlying the Notes for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, as the Reporting Person, Sosin Master and CSWR do not have the right to acquire such underlying shares of Common Stock.

/s/ Clifford Sosin

05/13/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.